

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM F-6  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 FOR  
AMERICAN DEPOSITARY SHARES EVIDENCED BY AMERICAN DEPOSITARY RECEIPTS**

**Studio City International Holdings Limited**  
(Exact name of issuer of deposited securities as specified in its charter)

**Not Applicable**  
(Translation of issuer's name into English)

**Cayman Islands**  
(Jurisdiction of incorporation or organization of issuer)

**Deutsche Bank Trust Company Americas**  
(Exact name of depositary as specified in its charter)

**1 Columbus Circle  
New York, New York 10019  
+1 (212) 250-9100**  
(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

**Cogency Global Inc.  
122 East 42nd Street, 18th Floor  
New York, New York 10168  
+1 (800) 221-0102**  
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Timothy Cruickshank, P.C.  
Kirkland & Ellis LLP  
601 Lexington Avenue  
New York, New York 10022  
+1 (212) 446-4800**

**Melissa Butler, Esq.  
White & Case LLP  
5 Old Broad Street  
London EC2N 1DW  
United Kingdom  
+44 20 7532-1502**

It is proposed that this filing become effective under Rule 466:

- immediately upon filing.  
 on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box:

**CALCULATION OF REGISTRATION FEE**

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price (2)	Amount of registration fee
American Depositary Shares, each representing four Class A ordinary shares of Studio City	100,000,000 American Depositary Shares	\$0.05	\$5,000,000	\$463.50

<sup>1</sup> For the purpose of this table only the term "unit" is defined as one American Depositary Share.

<sup>2</sup> Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.

This registration statement may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

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## PART I

### INFORMATION REQUIRED IN PROSPECTUS

The prospectus consists of the proposed form of American Depositary Receipt (“Receipt”) included as Exhibits A and B to the form of Deposit Agreement and filed as Exhibit (a) to the registration statement on Form F-6 (File No. 333-227759) previously filed by the registrant and is incorporated herein by reference.

#### Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

<u>Required Information</u>	<u>Location in Form of Receipt Filed Herewith as Prospectus</u>
1. Name of depositary and address of its principal executive office	Face of Receipt – introductory paragraph
2. Title of Receipts and identity of deposited securities	Face of Receipt – top center
Terms of Deposit:	
(i) The amount of deposited securities represented by one American Depositary Share (“ADS”)	Face of Receipt – upper right corner
(ii) The procedure for voting the deposited securities	Reverse of Receipt – Articles 14 and 15
(iii) The procedure for collecting and distributing dividends	Reverse of Receipt – Articles 13 and 14
(iv) The procedures for transmitting notices, reports and proxy soliciting material	Face of Receipt – Article 12; Reverse of Receipt – Articles 14 and 15
(v) The sale or exercise of rights	Reverse of Receipt – Articles 13 and 14
(vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt – Articles 3, 6 and 9; Reverse of Receipt – Articles 13 and 16
(vii) Amendment, extension or termination of the deposit arrangements	Reverse of Receipt – Articles 20 and 21 (no provision for extension)
(viii) The rights of holders of Receipts to inspect the books of the depositary and the list of holders of Receipts	Face of Receipt – Article 12
(ix) Restrictions upon the right to transfer or withdraw the underlying securities	Face of Receipt – Articles 2, 3, 4, 6, 8, 9 and 10; Reverse of Receipt – Article 22
(x) Limitation on the depositary’s liability	Face of Receipt – Articles 6 and 10; Reverse of Receipt – Articles 15, 16, 17 and 18
3. Fees and charges that a holder of Receipts may have to pay, either directly or indirectly	Face of Receipt – Article 9

#### Item 2. AVAILABLE INFORMATION

Studio City International Holdings Limited (the “Company”) is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with, and furnishes certain reports to, the United States Securities and Exchange Commission (the “Commission”). These reports can be retrieved from the Commission’s internet website ([www.sec.gov](http://www.sec.gov)) and can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington D.C. 20549.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 3. EXHIBITS

- (a) Form of Deposit Agreement, by and among the Company, Deutsche Bank Trust Company Americas, as depositary (the “Depositary”), and all holders and beneficial owners from time to time of ADSs issued thereunder (“Deposit Agreement”). — Previously filed as Exhibit (a) to Form F-6 (File No. 333-227759) and incorporated herein by reference.

- (b) Any other agreement to which the Depositary is a party relating to the issuance of the ADSs registered hereunder or the custody of the deposited securities represented thereby. — Not applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. — Not applicable.
- (d) Opinion of White & Case LLP, counsel to the Depositary, as to the legality of the securities to be registered. — Filed herewith as Exhibit (d).
- (e) Certification under Rule 466. — Filed herewith as Exhibit (e).
- (f) Powers of attorney for certain officers and directors of the Company. — Set forth on the signature pages hereto.

#### **Item 4. UNDERTAKINGS**

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.
  - (b) If the amount of fees charged is not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty (30) days before any change in the fee schedule.
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on April 20, 2022.

Legal entity created by the form of Deposit Agreement for the issuance of Receipts for Class A ordinary shares, par value US\$0.0001 per share of Studio City International Holdings Limited

### **Deutsche Bank Trust Company Americas, as Depositary**

By: /s/ Michael Tompkins

Name: Michael Tompkins

Title: Director

By: /s/ Michael Curran

Name: Michael Curran

Title: Vice President

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Pursuant to the requirements of the Securities Act of 1933, as amended, Studio City International Holdings Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this registration statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in Macau, China, on April 20, 2022.

**Studio City International Holdings Limited**

By: /s/ Kevin Richard Benning

Name: Kevin Richard Benning

Title: Property General Manager

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## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints each of Kevin Richard Benning, Geoffrey Stuart Davis and Tim Y. Sung, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and any and all related registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Under the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on April 20, 2022, in the capacities indicated.

<b>Signature</b>	<b>Title</b>
<u>/s/ Kevin Richard Benning</u> Name: Kevin Richard Benning	Property General Manager (principal executive officer)
<u>/s/ Geoffrey Stuart Davis</u> Name: Geoffrey Stuart Davis	Director and Chief Financial Officer (principal financial officer)
<u>/s/ Amy Kuzdowicz</u> Name: Amy Kuzdowicz	Principal Accounting Officer
<u>/s/ Lawrence Yau Lung Ho</u> Name: Lawrence Yau Lung Ho	Director
<u>/s/ Evan Andrew Winkler</u> Name: Evan Andrew Winkler	Director
<u>/s/ Clarence Yuk Man Chung</u> Name: Clarence Yuk Man Chung	Director
<u>/s/ Stephanie Cheung</u> Name: Stephanie Cheung	Director
<u>/s/ Akiko Takahashi</u> Name: Akiko Takahashi	Director
<u>/s/ David Anthony Reganato</u> Name: David Anthony Reganato	Director
<u>/s/ Dale R. Black</u> Name: Dale R. Black	Director
<u>/s/ Dominique Mielle</u> Name: Dominique Mielle	Independent Director
<u>/s/ Kevin F. Sullivan</u> Name: Kevin F. Sullivan	Independent Director
<u>/s/ Nigel Alan Dean</u> Name: Nigel Alan Dean	Independent Director

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**SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES**

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Studio City International Holdings Limited, has signed this registration statement in New York, New York on April 20, 2022.

U.S. AUTHORIZED REPRESENTATIVE  
Cogency Global Inc.

By: /s/ Colleen A. De Vries  
Name: Colleen A. De Vries  
Title: Senior Vice President on behalf of  
Cogency Global Inc.

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## Index to Exhibits

Exhibit	Document
(d)	Opinion of White & Case LLP, counsel to the Depositary
(e)	Certification under Rule 466

April 20, 2022

Deutsche Bank Trust Company Americas,  
as Depositary under the Deposit Agreement  
referred to below  
1 Columbus Circle  
New York, NY 10019  
United States

Ladies and Gentlemen,

We refer to the Registration Statement on Form F-6 filed on April 20, 2022 with the Securities and Exchange Commission (the "Registration Statement") relating to American Depositary Shares ("ADSs") evidenced by American Depositary Receipts ("Receipts"), each ADS representing four Class A ordinary shares of Studio City International Holdings Limited, a company incorporated in the Cayman Islands (the "Company").

In rendering the opinions set forth herein, we have assumed that (i) the Deposit Agreement appearing as Exhibit (a) to the Registration Statement (the "Deposit Agreement") has been duly authorized, executed and delivered by the Company and constitutes a valid and legally binding obligation of the Company enforceable against it in accordance with its terms, (ii) the relevant Deposited Securities (as defined in the Deposit Agreement) will have been duly deposited with a custodian under and in accordance with the Deposit Agreement and all applicable laws and regulations, (iii) the choice of New York law contained in the Deposit Agreement is legal and valid under the laws of the Cayman Islands and (iv) insofar as any obligation under the Deposit Agreement is to be performed in, or by a party organized under the laws of, any jurisdiction outside of the United States of America, its performance will not be illegal or ineffective in any jurisdiction by virtue of the law of that jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the ADSs covered by the Registration Statement, when evidenced by Receipts that are duly executed and delivered by the Depositary (as defined in the Deposit Agreement) and issued in accordance with the terms of the Deposit Agreement, will be validly issued and will entitle the registered holders thereof to the rights specified in the Deposit Agreement and those Receipts.

The foregoing opinion is limited to the laws of the State of New York and we express no opinion as to the laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit (d) to the Registration Statement. In giving such consent, we do not admit hereby that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ White & Case LLP

MB:BP:CW

## Certification under Rule 466

The depositary, Deutsche Bank Trust Company Americas, represents and certifies the following:

(1) That it previously had filed a registration statement on Form F-6 (Studio City International Holdings Limited, File No. 333-227759) which the U.S. Securities and Exchange

Commission declared effective, with terms of deposit identical to the terms of deposit of this Form F-6 registration statement; and

(2) That its ability to designate the date and time of effectiveness under Rule 466 has not been suspended.

**Deutsche Bank Trust Company Americas, solely in its capacity as  
Depositary**

By: /s/ Michael Tompkins

Name: Michael Tompkins

Title: Director

By: /s/ Michael Curran

Name: Michael Curran

Title: Vice President